

Presentment Date: January 22, 2013 at 12:00 p.m. (ET)

Objection Deadline: January 14, 2013 at 4:00 p.m. (ET)

WILMER CUTLER PICKERING HALE AND DORR LLP

William J. Perlstein

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*Proposed Special Counsel for the
Official Committee of Unsecured Creditors
of Residential Capital, LLC, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X
In re:	: Chapter 11
	:
Residential Capital, LLC, <u>et al.</u> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
	:
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**NOTICE OF PRESENTMENT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER
AUTHORIZING AND APPROVING THE RETENTION OF WILMER CUTLER
PICKERING HALE AND DORR LLP AS SPECIAL COUNSEL FOR CERTAIN
REGULATORY MATTERS TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE AS OF DECEMBER 12, 2012**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Upon the annexed application (the “**Application**”) of the Official Committee of Unsecured Creditors of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), for entry of an order authorizing the employment and retention of Wilmer Cutler Pickering Hale and Dorr LLP (“**WilmerHale**”) as Special Counsel for Certain Regulatory Matters to the Official Committee of Unsecured Creditors, the undersigned will present a proposed order (the “**Proposed Order**”) approving the Application, substantially in the form attached to the Application as **Exhibit B**, to the Honorable Martin Glenn, United States Bankruptcy Judge, Room 501 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, for signature on **January 22, 2013 at 12:00 p.m.** (prevailing Eastern Time).

2. Any objections to the Proposed Order must be made in writing, filed with the Bankruptcy Court (with a copy to Chambers) in accordance with the Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 141] (the “**Case Management Order**”), and served upon the Special Service List, as that term is defined in the Case Management Order, so as to be actually received no later than **January 14, 2013 at 4:00 p.m.** (prevailing Eastern Time) (the “**Objection Deadline**”).

3. If no objections to the entry of the Proposed Order are timely filed and served on or before the Objection Deadline, the Court may enter the Proposed Order with no further notice or opportunity to be heard offered to any party. If an Objection is received in accordance with the terms above, the Court will schedule a hearing with respect to the relief sought in the Application.

4. A copy of the Case Management Order and the Application can be viewed and obtained on the Court’s website at www.ecf.nysb.uscourts.gov or, without charge, at the Debtors’ restructuring website at www.kccllc.net/rescap.

Dated: January 7, 2013
New York, New York

WILMER CUTLER PICKERING HALE AND
DORR LLP

/s/ William J. Perlstein
William J. Perlstein
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*Proposed Special Counsel for the
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of Residential Capital, LLC, et al.*

Presentment Date and Time: January 22, 2013 at 12:00 p.m. (ET)

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*Proposed Special Counsel for the
Official Committee of Unsecured Creditors
of Residential Capital, LLC, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ORDER AUTHORIZING AND APPROVING THE RETENTION OF WILMER
CUTLER PICKERING HALE AND DORR LLP AS SPECIAL COUNSEL FOR
CERTAIN REGULATORY MATTERS TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE AS OF DECEMBER 12, 2012**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby applies for entry of an order (the “Application”), pursuant to section 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules of the Southern District of New York (the “Local Bankruptcy Rules”), authorizing it to retain Wilmer

Cutler Pickering Hale and Dorr LLP (“WilmerHale” or the “Firm”), as special counsel for certain regulatory matters to the Committee in connection with the above-captioned chapter 11 cases (the “Chapter 11 Cases”) effective as of December 12, 2012. In support of this Application, the Committee relies on the Affidavit of William J. Perlstein, Esq. (the “Perlstein Affidavit”), attached hereto as Exhibit A, and respectfully represents as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rule 2014-1.

Background

4. On May 14, 2012 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On June 18, 2012, the Court directed the United States Trustee to appoint an examiner in these Chapter 11 Cases.

5. On May 16, 2012, the United States Trustee for the Southern District of New York (the “United States Trustee”), pursuant to section 1102 of the Bankruptcy Code, appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11

Cases. The United States Trustee selected the following nine parties to serve as members of the Committee: (i) Wilmington Trust, N.A.; (ii) Deutsche Bank Trust Company Americas; (iii) The Bank of New York Mellon Trust Company, N.A.; (iv) MBIA Insurance Corporation; (v) Rowena L. Drennen; (vi) AIG Asset Management (U.S.), LLC; (vii) U.S. Bank National Association; (viii) Allstate Life Insurance Company; and (ix) Financial Guaranty Insurance Corporation.

6. At a meeting of the Committee held on May 16, 2012, the Committee voted to retain Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) as its bankruptcy counsel. By Order dated July 16, 2012, the Court approved the Committee’s retention of Kramer Levin as its bankruptcy counsel *nunc pro tunc* to May 16, 2012 [Docket No. 778]. By Order dated November 30, 2012, the Court also approved the Committee’s retention of SilvermanAcampora LLP, as special counsel to the Committee on borrower-related issues, *nunc pro tunc* to October 25, 2012. The Committee has also sought to retain Pachulski Stang Ziehl & Jones LLP as its co-counsel, *nunc pro tunc* to September 19, 2012.

7. At a meeting of the Committee held on December 12, 2012, the Committee voted to retain WilmerHale as its special counsel for certain regulatory matters.

Relief Requested

8. By this Application, the Committee seeks to employ and retain WilmerHale as its special counsel for certain regulatory matters, effective as of December 12, 2012, the date the Committee first requested WilmerHale to perform services in connection with these Chapter 11 Cases.

Basis for Relief Requested

9. The Committee seeks to retain WilmerHale to perform the legal services described below. Primarily, WilmerHale will assist and represent the Committee with respect to certain regulatory issues and matters that may arise given the highly regulated environment within which the Debtors operate and the significant role that regulatory matters play in these Chapter 11 Cases.

10. The U.S. Treasury owns a majority of Residential Capital's ("ResCap") ultimate parent company, Ally Financial Inc. ("AFI"). AFI, a bank holding company, continues to be liable for several billion dollars of TARP funds it received during the financial crisis. In addition, ResCap, as a subsidiary of a bank holding company, is regulated by the Federal Reserve Bank, among other regulatory agencies, and is party to numerous agreements with Ally Bank--which itself is regulated by the FDIC and other regulatory agencies. Special regulatory counsel is critical to inform and assist the Committee in navigating this highly regulated environment.

11. The Committee seeks to retain WilmerHale pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code. Section 328(a) provides, in part, that a statutorily appointed committee, "with the court's approval, may employ or authorize the employment of a professional person under section . . . 1103 . . . on any reasonable terms and conditions of employment" 11 U.S.C. § 328(a). Section 1103(a) of the Bankruptcy Code provides that a statutorily appointed committee, with the Court's approval, "may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a).

12. “It is not unusual . . . for a committee to retain multiple [or special] counsel if the case is large or if specialized services are necessary.” 7 Collier on Bankruptcy ¶ 1103.03[3][b] (Alan N. Resnick & Henry J. Sommer eds., 16th ed. 2012). See also In re Drexel Burnham Lambert Group, 133 B.R. 13, 17 (Bankr. S.D.N.Y. 1991) (stating that a committee often retains special counsel for specialized expertise to supplement and support bankruptcy counsel).

13. Kramer Levin does not have a regulatory practice group. Special counsel, with expertise in regulatory matters, is necessary in order to assist the Committee with respect to the administration of these Chapter 11 Cases and the formulation and consummation of any plan of reorganization. Therefore, the Committee believes it is in the best interest of all creditors and parties in interest to retain WilmerHale.

14. The Committee seeks to retain WilmerHale as its special counsel because of (i) WilmerHale’s extensive experience and knowledge representing companies that operate in highly regulated environments, (ii) WilmerHale’s substantial regulatory experience in bank regulatory matters and in dealing with Executive Branch agencies including the Department of Treasury and the Department of Justice, and (iii) WilmerHale’s extensive experience and knowledge in the field of creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code.

15. WilmerHale has the requisite expertise and experience in supplementing the work of main counsel in the case without any unnecessary duplication of effort. Thus, the professionals at WilmerHale are well-positioned to provide any necessary legal services related to certain regulatory matters in a complementary, non-duplicative manner.

16. Given the size and complexity of these Chapter 11 Cases, WilmerHale believes that its retention by the Committee for the services set forth below will enable the estate to benefit from its firm's handling of special projects. WilmerHale will perform its specialized tasks relating to regulatory matters, as requested by the Committee, and will therefore be able to remain involved in these Chapter 11 Cases without duplicating the work of the Committee's other professionals.

17. The Committee understands that WilmerHale will seek compensation from the Debtors' estates at its regular hourly rates for attorneys and paraprofessionals, and reimbursement of expenses incurred on the Committee's behalf, subject to prior Court approval after notice and a hearing.

18. The Committee submits that it is necessary to employ WilmerHale as special counsel for certain regulatory matters to ensure that the interests of the Committee are adequately represented in an efficient and effective manner. The Committee believes that, in light of WilmerHale's understanding and knowledge of the regulatory issues impacting the Debtors' business and restructuring, and its experience before this Court, WilmerHale is well suited to provide legal services to the Committee.

19. As set forth in the Perlstein Affidavit, WilmerHale has indicated a willingness to act as special counsel on the Committee's behalf, in accordance with the terms of this Application.

20. Since the Committee, subject to approval by the Court, retained the services of WilmerHale on December 12, 2012, WilmerHale immediately began to provide

services to the Committee at that time. The Committee therefore requests that any order entered authorizing such retention be effective as of December 12, 2012.

Services to Be Provided

21. WilmerHale is expected to assist the Committee in navigating the highly regulated environment within which the Debtors operate, including: (i) assisting the Committee in discussions with the Federal Reserve Board about the scope of the Debtors' obligations under the Consent Order¹ and foreclosure review process, (ii) assisting the Committee in discussions with the Department of Justice and applicable state attorneys general regarding the scope of the Debtors' obligations under the Consent Judgment,² (iii) assisting the Committee in understanding and complying with certain privilege and confidentiality issues asserted by regulatory agencies such as the Federal Reserve Board, and (iv) representing the Committee on other regulatory matters appropriately handled by WilmerHale as determined by the Committee in consultation with Kramer Levin.

22. The Committee is very mindful of the need to avoid duplication of services, and appropriate procedures will be implemented to ensure that there is no unnecessary or duplicative work performed by WilmerHale.

Professional Compensation

23. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code, compensation will be payable to WilmerHale on an hourly basis, plus

¹ The "Consent Order" refers to the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage LLC, the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation.

² The "Consent Judgment" refers to the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012.

reimbursement of actual, necessary expenses and other charges incurred by WilmerHale. The Firm will charge its usual and customary hourly rates. The Firm's billing rates range as follows:

Partners: \$690 to \$1,335

Counsel: \$710 to \$875

Associates \$415 to \$730

Legal Assistants \$205 to \$480

24. The principal attorneys presently designated to represent the Committee and their current standard hourly rates are:

- | | | |
|------|-------------------------|-----------------|
| i. | William J. Perlstein | \$1115 per hour |
| ii. | Franca Harris Gutierrez | \$875 per hour |
| iii. | Jeremy Newell | \$720 per hour |
| iv. | Michael Blayney | \$735 per hour |
| v. | Lisa Ewart | \$805 per hour |

25. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

26. The hourly rates set forth above are WilmerHale's standard 2013 hourly rates for work of this nature. These rates are set at a level designed to fairly compensate WilmerHale for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.³

³ These rates are subject to periodic adjustments to reflect economic and other conditions. Prior to any increases in the rates set forth herein, WilmerHale shall file a supplemental declaration with the Court and give ten (10) business days' notice to the Debtors, the United States Trustee and the Committee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and indicate whether the Committee has received notice of and approved the proposed rate increase.

27. It is WilmerHale's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, travel expenses, expenses for "working meals," and computerized research.

Disinterestedness of Professionals

28. To the best of the Committee's knowledge, except as stated in the Perlstein Affidavit, WilmerHale does not hold or represent an interest that is adverse to the Committee and the Debtors' estates and does not hold or represent any interest adverse to and has no connection with the Committee, the Debtors herein, their creditors or any party-in-interest herein in the matters upon which WilmerHale is to be retained. Therefore, to the best of the Committee's knowledge, except as stated in the Perlstein Affidavit, WilmerHale is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

Notice

29. In accordance with the Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 20002(m) and 9008 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 141] (the "Case Management Order"), notice of this Application has been given to all parties listed on the Monthly Service List (as defined in the Case Management Order). Because of the nature of the relief requested, the Committee submits that such notice is sufficient and that no other or further notice need be given.

No Prior Request

30. No previous application for the relief requested herein has been made to this or any other court.

WHEREFORE, the Committee requests that the Court enter an Order, substantially in the form attached hereto as Exhibit B, (i) authorizing the Committee to employ and retain WilmerHale as its special counsel for certain regulatory matters, effective as of December 12, 2012, (ii) authorizing the payment and reimbursement of WilmerHale's fees and disbursements, subject to interim and final allowance thereof in accordance with sections 330 and 331 of the Bankruptcy Code or as otherwise ordered by the Court, and (iii) granting such other and further relief as may be just and proper.

Dated: New York, New York
January 7, 2013

**THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF RESIDENTIAL
CAPITAL, LLC, et al.,**

By: /s/ John S. Dubel
John S. Dubel, Chief Executive Officer
Financial Guaranty Insurance Company

Co-Chair, Official Committee of Unsecured Creditors of
Residential Capital, LLC, et al.

EXHIBIT A

PERLSTEIN AFFIDAVIT

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	:
RESIDENTIAL CAPITAL, LLC., <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----	X

Chapter 11
Case No. 12-12020 (MG)
Jointly Administered

**AFFIDAVIT OF WILLIAM J. PERLSTEIN IN SUPPORT OF THE APPLICATION
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER
AUTHORIZING AND APPROVING THE RETENTION OF WILMER CUTLER
PICKERING HALE AND DORR LLP AS SPECIAL COUNSEL FOR CERTAIN
REGULATORY MATTERS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS EFFECTIVE AS OF DECEMBER 12, 2012**

William J. Perlstein, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am a partner of the law firm of Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale” or the “Firm”), which maintains an office at 7 World Trade Center, 250 Greenwich Street, New York, New York, 10007. I am a member in good standing of the bars of the State of New York, Connecticut and the District of Columbia, the United States District Court for the Southern District of New York, and the United States Court of Appeals for the Second Circuit, as well as certain other courts.
2. WilmerHale is an international law firm with offices in New York, New York; Boston, Massachusetts; Washington, D.C.; Waltham, Massachusetts; Los Angeles, California; and Palo Alto, California. WilmerHale also has offices in London and Oxford, England; Berlin and Frankfurt, Germany; Brussels, Belgium; and Beijing, China.

3. WilmerHale has extensive expertise and experience in the fields of debtors' and creditors' rights and business reorganizations under Chapter 11 of the Bankruptcy Code, in addition to areas of the law that typically arise in the context of a case under Chapter 11. Also relevant to the proposed representation, WilmerHale has substantial regulatory experience in bank regulatory matters and in dealing with Executive Branch agencies including the Department of Treasury and the Department of Justice.

4. I submit this affidavit (the "Perlstein Affidavit") in support of the *Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the Retention of Wilmer Cutler Pickering Hale and Dorr LLP as Special Counsel for Certain Regulatory Matters to the Official Committee of Unsecured Creditors Effective as of December 12, 2012* (the "Application") in the chapter 11 cases (the "Chapter 11 Cases") of the above-captioned debtors (the "Debtors"). Specifically, the Official Committee of Unsecured Creditors for the Debtors ("Committee") seeks to retain WilmerHale as Special Counsel to advise on regulatory issues likely to be encountered by the Committee, as outlined in the Application.

5. I am authorized to make this statement on WilmerHale's behalf and, unless otherwise stated, I have personal knowledge of the facts set forth herein. Certain disclosures herein relate to matters within the knowledge of other attorneys at WilmerHale and are based on information provided by them. I will supplement this statement if additional information becomes available concerning any relationship between WilmerHale and the Debtors or, as appropriate, other parties in interest.

6. Neither I, WilmerHale, nor any attorney thereof, insofar as I have been able to ascertain, has any interest adverse to the Debtors' estates or their creditors in the matters upon which WilmerHale is to be engaged, except as set forth below, and therefore, I believe

WilmerHale is a “disinterested person” within the meaning of section 101(14) of title 11, United States Code (the “Bankruptcy Code”).

WILMERHALE’S DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS

7. In order to ascertain WilmerHale’s “connections,” as that term is used in Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), with the Debtors, the Debtors’ creditors, and other parties in interest in the Debtors’ Chapter 11 Cases, I implemented procedures developed by WilmerHale to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding WilmerHale’s disclosure obligations (the “WilmerHale Disclosure Procedures”). The statements and disclosures contained herein are based on the results of the WilmerHale Disclosure Procedures. Pursuant to the WilmerHale Disclosure Procedures, and as set forth below in greater detail, I caused to be performed the following actions to identify the parties relevant to this statement and to ascertain WilmerHale’s connections to such parties.

8. I caused to be submitted to WilmerHale’s computer conflict database, which is comprised of the names of the entities for which any attorney time charges have been billed (the “Client Database”), the names set forth in the schedule attached hereto as Exhibit 1 (collectively, the “Potential Parties in Interest”).

9. As set forth on Exhibit 1, the following is a list of the categories of Potential Parties in Interest that WilmerHale has searched to date: (a) the Debtors, including officers and directors; (b) the Debtors’ foreign subsidiaries; (c) the parties to any funding agreements with the Debtors; (d) the parties to litigation involving the Debtors; (e) the Debtors’ depositing banks; (f) the Debtors’ indenture trustees; (g) the Debtors’ bondholders; (h) the consolidated list of the Debtors’ top 50 creditors; (i) HELCO investors; (j) government entities and GSEs; (k) mortgage

and monoline insurers involved in the Debtors' cases; (l) other parties to the Debtors' servicing agreements; (m) housing and local agencies; (n) consultants and professionals; (o) the members of the Committee; and (p) all Rule 2004 Motion Parties. A list of the names of each of the entities searched is attached hereto as Exhibit 1, and incorporated herein. Some names WilmerHale used to search were incomplete or abbreviated. WilmerHale has used its best efforts to determine the actual entity referred to, but as ambiguities are clarified, I will supplement this statement appropriately.

10. WilmerHale next compared each of the Potential Parties in Interest to the names that WilmerHale has compiled in the Client Database. The Client Database includes the name of each current and former client, the names of the parties who are or were adverse to such current and former clients, and the names of the WilmerHale personnel who are or were responsible for current or former matters for such clients. The Client Database does not generally keep track of all parties who are or were related to or affiliated with a current or former client or adverse party, unless such current or former client expressly requested that WilmerHale consider such relationships in our conflict clearance process. WilmerHale did not compare the list of Potential Parties in Interest to clients that were former clients of WilmerHale on or prior to, or have had no billings since, May 14, 2006.

11. Any Potential Parties in Interest who were identified as current or former clients in the Client Database (the "Client Match List") were included together with the names of the respective WilmerHale personnel responsible for current or former matters for the entities on such Client Match List. Additionally, the Client Database was searched to identify any clients who are currently adverse to any of the Debtors in these Chapter 11 Cases (the "Adverse Client List").

12. An attorney then reviewed the Client Match List and the Adverse Client List and deleted obvious name coincidences or unrelated entities. The remaining client connections were compiled for purposes of this declaration.

13. In July 2012, and again in December 2012, professionals at WilmerHale emailed WilmerHale attorneys responsible for (and/or involved with) the current or former matters on the Client Match List and/or contacted attorneys responsible for (and/or involved with) matters on the Adverse Client List, inquiring as to whether such attorneys were aware of any connections between such current or former matters and the Debtors.

14. The Client Match List and Adverse Client List were updated on December 15, 2012. The results of this update did not reveal any new connections.

15. In addition to the foregoing, on December 20, 2012, an attorney at WilmerHale emailed all WilmerHale attorneys an inquiry memorandum that attached a list of the Potential Parties in Interest. The memorandum inquired as to all matters that could constitute “connections” with such entities or individuals within the meaning of Bankruptcy Rule 2014. The memorandum asked all attorneys to respond with any connections by 12:30 p.m. on December 24, 2012.

16. To the best of my knowledge and information based upon responses received to the information requests made in connection with the WilmerHale Disclosure Procedures, WilmerHale has not represented, does not currently represent, and will not in the future represent any of the Debtors in connection with the matters for which WilmerHale is to be retained in these Chapter 11 Cases.

SPECIFIC DISCLOSURES

17. Set forth in Exhibit 2¹ is a listing of those Potential Parties in Interest and/or certain entities related to such Potential Parties in Interest, including certain affiliates and subsidiaries, that WilmerHale (i) either represents in matters unrelated to Debtors' Chapter 11 Cases (the "Current Clients"), or (ii) has in the past represented in matters unrelated to the Debtors' Chapter 11 Cases.

18. In addition, WilmerHale's representation of a few clients identified on Exhibit 2 has related or may potentially relate to these Chapter 11 Cases. Descriptions of these representations are set forth below and the Firm believes that none of these representations will affect its ability to represent the Committee as requested in these Cases:

a. **PricewaterhouseCoopers: ("PwC")**

At the outset of the bankruptcy case, the Firm advised PwC with respect to court approval of PwC's retention by the Debtors to continue PwC's work as an independent consultant relating to the IFR process, as required by a consent order between ResCap, GMAC Mortgage LLC, Ally Financial Inc., Ally Bank and several banking regulators, and briefly discussed with the Executive Office of the United States Trustee on PwC's behalf the procedures concerning payment to PwC for its post-petition work.

In addition, the Firm continues to advise PwC from time to time on questions that have arisen in the context of PwC's role as independent consultant for several national mortgage servicers, including the Debtors. This work has related to issues arising from PwC's role as an independent consultant for several servicers and has not concerned specific matters relating to ResCap.

The Firm's role as special counsel to the Committee will not involve reviewing or commenting on the quality of work performed by PwC or the appropriateness of the fees charged with respect to that work. Rather, the Firm's role will be to advise the Committee on approaches to the regulators seeking to streamline the IFR process as it relates to ResCap given the unique circumstances of ResCap as a debtor in bankruptcy. The Committee has been advised of the Firm's work for PwC and after full consideration the Committee unanimously determined that the

¹ In addition to appearing in Exhibit 2, current and former clients that are connected to the Debtors or the members of the Committee are separately discussed in paragraphs 22-24 herein.

Firm's work for PwC will not impair the Firm's ability to represent the interests of the Committee in connection with regulatory issues. PwC has informed the Firm in writing that it has no objection to the Firm's advising the Committee on these matters. The Firm has also agreed to erect a conflicts wall between the team advising PwC on its role as independent consultant and the team that will be advising the Committee in these Cases.

- b. **Bank of New York Mellon:** The Firm has advised, and may continue to advise, The Bank of New York Mellon ("BNYM"), in its capacity as a holder of certain residential mortgage backed securities issued by the Debtors (and not in its capacity as a trustee, in which capacity BNYM sits on the Creditors' Committee and has separate counsel), with respect to matters relating to the Debtors' cases.
- c. **Securities Firm:** The Firm was retained by a securities firm in connection with a SEC inquiry of Residential Capital, LLC related to the offering of residential mortgage backed securities. The securities firm was served with a third-party subpoena in connection with the SEC inquiry in April 2012. The Firm advised the securities firm in connection with producing documents in response to the inquiry, primarily the securities firm's due diligence files. While the matter technically remains open, the Firm does not expect any further involvement in the matter.
- d. **Bank of America:** The Firm was retained by Bank of America Securities, LLC ("BOAS") in connection with a claim brought in New York Supreme Court by the purchaser of a residential mortgage backed security issued by RAFC Series 2005-KS12 Trust (a subsidiary of ResCap), for which BoA served as an underwriter. Pursuant to the underwriting agreement, BOAS was to be indemnified by ResCap for any claims against it arising from the securities, as well as legal costs related thereto, including the Firm's fee.

Prior to ResCap's bankruptcy filing, BOAS filed a letter in the case requesting indemnification. The amount at issue was about \$11.5 million. This case was resolved by a Stipulation of Dismissal with prejudice and the Firm continues to represent BOAS as counsel in other matters relating to residential mortgage backed securities.

Additionally, the Firm has represented, and continues to represent, Bank of America, N.A. and its affiliates (collectively, "BANA") in a number of matters arising out of allegations of improprieties in the documentation and enforcement of residential mortgage loans. That engagement has included representing BANA in a number of regulatory investigations, and (as co-counsel with several other firms) in the negotiations with the Department of Justice and state attorneys general that led to the National Mortgage Settlement. The Firm also advises BANA on consumer bankruptcy matters arising out of mortgage lending. This engagement relates directly to the Debtors and their estates only insofar as, in particular consumer bankruptcies, both BANA and the Debtors may both claim an

interest in an asset that may be property of an individual consumer's bankruptcy estate.

- e. **Cerberus Capital Management, L.P.** The Firm is providing regulatory and related advice to Cerberus Capital Management, L.P. ("Cerberus") and certain of its portfolio companies in a matter unrelated to any of the Debtors. The Firm has an advance waiver from Cerberus permitting the Firm to be adverse to it in unrelated matters.

**CONNECTIONS WITH PARTIES REPRESENTING 1% OR MORE OF
WILMERHALE'S REVENUES FOR 2010, 2011 AND 2012**

19. At the inception of each engagement for which a declaration is required pursuant to Federal Rule of Bankruptcy Procedure 2014, WilmerHale reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of WilmerHale and as a result made payments to WilmerHale for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of WilmerHale's total revenues for such calendar year. In connection with the declaration, WilmerHale has reviewed similar information for the years 2010, 2011, and 2012.

20. WilmerHale's revenues for services rendered on behalf of the Potential Parties in Interest identified in Exhibit 2 aggregate, with respect to each such party in interest, less than 1% of WilmerHale's annual revenues in each calendar year 2010, 2011, and 2012, other than:

- State Street Corporation
- JPMorgan Chase & Co.
- HSBC International
- Verizon
- Citigroup
- PwC
- Bank of America, N.A., Merrill Lynch, and their respective affiliates
- Credit Suisse

21. Other than the one exception identified below, WilmerHale's revenues for services rendered on behalf of these entities totaled, with respect to each such party, less than 4.0% of

WilmerHale's annual revenues in each calendar year 2010, 2011, and 2012. In calendar year 2011, WilmerHale's revenues for services rendered on behalf of HSBC totaled less than 5.75% of annual revenues for that calendar year.

CONNECTION WITH THE DEBTORS AND FOREIGN SUBSIDIARIES

22. To the best of my knowledge and information based upon responses received to date to the information requests made in connection with the WilmerHale Disclosure Procedures, in the past six years, WilmerHale has represented, but does not currently represent, certain entities related to GMAC Financiera S.A. de C.V. Sociedad Financiera de Objeto Multiple, and Residential Funding Company LLC.

23. In 2010, the Firm represented Residential Funding Company LLC, a subsidiary of GMAC-RFC Holding Company, as one of the petitioners for certiorari in *U.S. Bank National Ass'n v. Thomas*, No. 09-1161, seeking review of a decision of the Eighth Circuit in a case concerning whether state-law usury claims against state-chartered, federally insured banks are completely preempted by a provision of the Depository Institutions Deregulation and Monetary Control Act of 1980. Certiorari was denied by the United States Supreme Court and our work for Residential Funding ceased. That matter does not appear to be related to the work that the Firm will be doing for the Committee in these Cases.

CONNECTIONS WITH MEMBERS OF THE COMMITTEE

24. To the best of my knowledge and information based upon responses received to date to the information requests made in connection with the WilmerHale Disclosure Procedures, WilmerHale has in the past and/or currently represents AIG Asset Management (U.S.) LLC and certain related entities, The Bank of New York Mellon Trust Company, N.A. and certain related

entities, Deutsche Bank Trust Company Americas and certain related entities, U.S. Bank National Association, and entities related to Wilmington Trust, N.A.

25. To the best of my knowledge and information based upon responses received to date to the information requests made in connection with the WilmerHale Disclosure Procedures, in the past six years, WilmerHale has represented, but does not currently represent, Allstate Life Insurance Company.

OTHER CONNECTIONS AND GENERAL DISCLOSURES

26. Partners and employees of WilmerHale may hold investments directly or indirectly in public companies that are Potential Parties in Interest. However, to the best of my knowledge and information based upon responses received to the information requests made in connection with the WilmerHale Disclosure Procedures, no partner of WilmerHale owns a direct equity interest in any of the Debtors.

27. Certain WilmerHale attorneys hold interests in certain passive investment vehicles (such as mutual funds or other similar funds), which in turn hold or may hold equity interests or other securities of Potential Parties in Interest. It is possible that a professionally managed retirement plan on behalf of WilmerHale's attorneys, or a 401(k)-type plan, may hold equity interests or other securities of Potential Parties in Interest. If further information respecting holdings becomes known, WilmerHale will file a supplemental statement in these cases.

28. Certain WilmerHale attorneys maintain bank, student loan, investment, retirement and/or mortgage accounts with certain Potential Parties in Interest that are financial institutions.

29. Certain WilmerHale attorneys hold credit cards issued by certain Potential Parties in Interest that are financial institutions.

30. Certain WilmerHale attorneys have their tax returns prepared by certain Potential Parties in Interest.

31. Certain WilmerHale attorneys are former employees of certain Potential Parties in Interest.

32. Certain WilmerHale attorneys have clerked for Judges on the United States District Court for the Southern District of New York.

33. Certain WilmerHale attorneys hold insurance policies issued by certain Potential Parties in Interest that issue such policies.

34. Certain WilmerHale attorneys have commercial relationships with certain Potential Parties in Interest that provide phone, cable, internet, waste management, or utility services.

35. Certain WilmerHale attorneys have been and/or are involved in cases pending before Judges identified as Potential Parties in Interest and in cases involving representatives from the United States Trustee's office.

36. WilmerHale, which has over 1,000 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations, some of which may be claimants in the Debtors' Chapter 11 Cases or otherwise have an interest in such cases. In addition, as part of its practice, WilmerHale appears in cases, proceedings and transactions involving many different attorneys and accountants, some of whom may represent claimants or other parties in interest in the Debtors' Chapter 11 Cases. Given the size of WilmerHale's practice, it is virtually impossible to conceive of a major Chapter 11 Case in which at least some of WilmerHale's current or former clients, or their attorneys and accountants, would not have business relationships with or hold claims against the Debtors. However, in my experience, and in that of my partners representing debtors, creditors,

committees, trustees and examiners in Chapter 11, the fact that some current or former clients of WilmerHale, or their attorneys and accountants, and in particular, the current and former clients of WilmerHale and their attorneys and accountants described above, may hold claims against a debtor will not impair WilmerHale's ability to represent the Committee in these Chapter 11 Cases.

37. The Hon. Paul A. Engelmayer, a United States District Court judge for the Southern District of New York, is a current client and former partner of WilmerHale. The Hon. Alison Nathan, a United States District Court judge for the Southern District of New York, is a former attorney at WilmerHale. The Hon. Miriam Goldman Cedarbaum is the mother of Jonathan Cedarbaum, a current partner of WilmerHale.

38. Elisabetta Gasparini, an attorney with the Office of the United States Trustee, is a former attorney at WilmerHale.

39. WilmerHale may, from time to time, refer matters to certain of the Debtors' Professionals and the professionals representing other parties in interest. Furthermore, certain of the Debtors' Professionals and the professionals representing other parties in interest may have referred matters to WilmerHale. In my experience, occasional referrals to or from other professional firms would in no way impair WilmerHale's ability to represent its client in any particular matter.

40. Charlene Barshefsky is a member of Moelis's Global Advisory Board.

41. Certain WilmerHale attorneys are friends with certain individuals who are identified as Potential Parties in Interest or have close friends or family members that work for certain Potential Parties in Interest.

42. Certain WilmerHale attorneys may have represented certain Potential Parties in Interest prior to joining WilmerHale.

43. WilmerHale may have represented in the past and/or may currently represent or in the future represent entities (other than parties in the attached exhibits) not currently known to WilmerHale in matters wholly unrelated to the Debtors' Chapter 11 Cases who may be parties in interest in these cases. To the extent that WilmerHale discovers any such information or needs to update the information disclosed herein, WilmerHale will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

44. Other than as described herein, none of WilmerHale's representations of the Potential Parties in Interest who are involved in these Chapter 11 Cases comprises a material component of WilmerHale's practice, nor does WilmerHale currently represent such parties on any issue relating to these Chapter 11 Cases other than as described in this Affidavit. For the reasons stated herein, to the best of my knowledge, WilmerHale's representation of Potential Parties in Interest does not preclude it from serving as counsel to the Committee as requested in these Cases.

WILMERHALE IS DISINTERESTED

45. Accordingly, I am, and each member of WilmerHale is, a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code. Specifically, I do not believe that the connections between WilmerHale and the entities identified in this statement will in any way impair WilmerHale's ability to represent loyally and zealously the interests of the Committee as Special Counsel.

WILMERHALE'S RATES AND BILLING PRACTICES

46. WilmerHale will apply for compensation for professional services rendered in connection with its representation of the Committee in these Chapter 11 Cases and for reimbursement of expenses incurred in connection therewith in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C § 330 (the "Guidelines"), the Local Rules of Bankruptcy and Procedure of the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), and orders of this Court.

47. Subject to approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, the Local Rules, and orders of this Court, WilmerHale will seek compensation for its professional services on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the firm. The standard hourly rates of the Firm's attorneys and paraprofessionals generally range from \$690 to \$1,335 for partners; \$710 to \$875 for most counsel; \$415 to \$730 for associates; and \$205 to \$480 for most categories of litigation support, research and other paraprofessionals.² The standard hourly rates of the attorneys presently designated to represent the Committee in this matter are William J. Perlstein (\$1115); Franca Harris Gutierrez (\$875); Jeremy Newell (\$720); Lisa Ewart (\$805); and Michael Blayney (\$735). The hourly rates set forth above are subject to periodic adjustments in order to reflect economic and other conditions.

48. No promises have been received by WilmerHale or any partner, counsel or associate thereof as to payment or compensation in connection with these cases other than in accordance

² WilmerHale generally revises its rates on January 1st of each year. The rates reflected herein include WilmerHale's rates in its New York office effective as of January 1, 2013.

with the provisions of the Bankruptcy Code and the Bankruptcy Rules. WilmerHale has no agreement with any other entity to share with such entity any compensation received by WilmerHale. I have neither shared nor agreed to share, with any person other than partners, counsel or associates of WilmerHale, any compensation or reimbursements to be received by WilmerHale in connection with its services rendered in these cases.

SUPPLEMENTAL DISCLOSURES

49. WilmerHale will continue to monitor its relationships with the creditors and other parties in interest in the Debtors' Chapter 11 Cases. I shall amend this statement following my learning that (A) any of the representations within are incorrect or (B) there is any change of circumstances relating thereto.

50. I have reviewed the provisions of Local Rules 2014-1 and 2016-1.

51. The foregoing constitutes the statement of WilmerHale pursuant to section 329 of the Bankruptcy Code and Rules 2014(a) and 2016(b) of the Bankruptcy Rules.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Executed this 7th day of January, 2013.

/s/ William J. Perlstein
William J. Perlstein

EXHIBIT 1

EXHIBIT 1

RESIDENTIAL CAPITAL, LLC ET AL.

Case No. 12-12020 (MG)

SCHEDULE OF POTENTIAL PARTIES IN INTEREST

Debtors and Subsidiaries

ditech, LLC
DOA Holding Properties, LLC
DOA Properties IX (Lots-Other), LLC
EPRE LLC
Equity Investment I, LLC
ETS of Virginia, Inc.
ETS of Washington, Inc.
Executive Trustee Services LLC
GMAC – RFC Holding Company, LLC
GMAC Model Home Finance I, LLC
GMAC Mortgage USA Corporation
GMAC Mortgage, LLC
GMAC Residential Holding Company, LLC
GMAC RH Settlement Service, LLC
GMACM Borrower LLC
GMACM REO LLC
GMACR Mortgage Products, LLC
HFN REO SUB II, LLC
Home Connects Lending Services, LLC
Homecomings Financial Real Estate Holdings, LLC
Homecomings Financial, LLC
Ladue Associates, Inc.
Passive Asset Transactions, LLC
PATI A, LLC
PATI B, LLC
PATI Real Estate Holdings, LLC
RAHI A, LLC
RAHI B, LLC
RAHI Real Estate Holdings, LLC
RCSFJV2004, LLC
Residential Accredit Loans, Inc.
Residential Asset Mortgage Products, Inc.
Residential Asset Securities Corporation
Residential Capital, LLC
Residential Consumer Services of Alabama, LLC
Residential Consumer Services of Ohio, LLC
Residential Consumer Services of Texas, LLC
Residential Consumer Services, LLC
Residential Funding Company, LLC
Residential Funding Mortgage Exchange, LLC
Residential Funding Mortgage Securities I, Inc.
Residential Funding Mortgage Securities II, Inc.
Residential Funding Real Estate Holdings, LLC
Residential Mortgage Real Estate Holdings, LLC
RFC – GSAP Servicer Advance, LLC
RFC Asset Holdings II, LLC
RFC Asset Management, LLC
RFC Borrower LLC
RFC Construction Funding, LLC
RFC REO LLC
RFC SFJV-2002, LLC

Foreign Subsidiaries

Canada Mortgage Acceptance Corporation
Foreign Obligation Exchange, Inc. 2003-H12
Foreign Obligation Exchange, Inc. 2003-H14
Foreign Obligation Exchange, Inc. 2004-H11
Foreign Obligation Export, Inc.
GMAC Financiera S.A. de C.V. Sociedad
Financiera de Objeto Multiple
GMAC Residential Funding of Canada Limited
GMAC-RFC (No. 2) Limited
GMAC-RFC Auritec, S.A.
GMAC-RFC Direct Limited
GMAC-RFC Espana Hipotecas SL
GMAC-RFC Europe Limited
GMAC-RFC Holdings Limited
GMAC-RFC Property Finance Limited
High Street Home Loans Limited
MCA Finance Limited
National Guarantee plc
Private Label Group Limited
Private Label Mortgage Services Limited

Officers and Directors

Abreu, Steven M.
Aretakis, James
Dondzila, Catherine M.
Fleming, Patrick
Hamzehpour, Tammy
Harney, Anthony J.
Hills, Garry
Horner, Jill M.
III, Edward F. Smith,
Ilany, Jonathan
Mack, John E.
Marano, Thomas
Meyer, Darsi
Nees, Louis A.
Pensabene, Joseph A.
Riddle, Mindy
Strauss, Thomas M.
Tyson, William N.
West, Pamela E.
Whitlinger, James
Wilkinson, Winston Carlos

Parties to Funding Agreements

Ally Financial Inc (f/k/a GMAC Inc.)
Barclays Bank PLC
Citibank, N.A.
Wells Fargo Bank, N.A.
BMMZ Holdings LLC

EXHIBIT 1

US Bank National Association
Deutsche Bank Trust Company Americas

Bondholders

AllianceBernstein Advisors
American Enterprise Investment Services Inc.
Appaloosa Management L.P.
Bank of New York Mellon, (The)/Barclays Capital -
London
Bank of Nova Scotia/CDS
BARC/FIXED
Barclays Capital Inc. /LE
Berkshire Hathaway Inc.
BlackRock Global Investors
Charles Schwab & Co., Inc.
CITIBK/GRP
Citigroup Global Markets Inc.
Citigroup Global Markets Inc. /Salomon Brothers
Credit Suisse Securities (USA) LLC
David Lerner Associates, Inc.
Deutsche Bank Securities, Inc.
E*Trade Clearing LLC
Edward D. Jones & Co.
First Clearing, LLC
First Southwest Company
Goldman Sachs International
Goldman, Sachs & Co.
Interactive Brokers Retail Equity Clearing
J.P. Morgan Clearing Corp.
J.P. Morgan Securities LLC
Janney Montgomery Scott Inc.
Loomis Sayles & Company
LPL Financial Corporation
Merrill Lynch Safekeeping
Morgan Stanley & Co. LLC
Morgan Stanley Smith Barney LLC
National Financial Services LLC
Oppenheimer & Co. Inc.
OptionXpress, Inc
P. Schoenfeld Asset Management
Paulson & Co. Inc.
Penson Financial Services, Inc./Ridge.
Pershing LLC
Pentwater Capital Management
Putnam Investment Management
Raymond, James & Associates, Inc.
RBC Capital Markets, LLC
Scottrade, Inc.
Security Investors LLC
Silver Point Capital, L.P.
Stifel, Nicolaus & Company Incorporated
Taconic Capital Advisors, L.P.
TD Ameritrade Clearing, Inc.
Timber Hill LLC
UBS Financial Services LLC
UBS Securities LLC
Vanguard Marketing Corporation
Western Asset Management Company

Landlords and Tenants

2155 Northpark Lane LLC
2255 Partners, L.P. c/o M. David Paul Development
LLC
Avenel Realty Company d / b / a Avenel at
Montgomery Square
Brandywine Cityplace LP
BREOF Convergence LP c/o Brookfield Real Estate
Opportunity Fund
Business Suites (Texas) LTD
Center Township of Marion County
Del Amo Financial Center, LP
DRA CLP Esplanade LP c/o Colonial Properties
Services Ltd Partnership
Euclid Plaza Associates, LLC
GBM Properties, LLC
Homeowners Alliance
Liberty Property Limited Partnership
National Default Servicing, LLC
New Towne Center Inc.
PBC San Jose, LLC
PBC Walnut Creek, LLC
Realty World - Graham/Grubbs and Associates
Regus Management Group LLC
Teachers Insurance and Annuity Association of
America c/o Northmarq RES
The Irvine Company LLC
The Office Annex, Inc.
Veridian Credit Union f/k/a John Deere Community
Credit Union
W.E.G., Jr., Inc. d / b / a Highland-March Beverly
Suites

Parties to Litigation

Acacia Life Insurance Company
Allstate Bank (f/k/a Allstate Federal Savings Bank)
Allstate Insurance Company
Allstate Life Insurance Company
Allstate Life Insurance Company of New York,
Allstate Retirement Plan
Allstate New Jersey Insurance Company
American Heritage Life Insurance Company
Ameritas Life Insurance Corp.
Assured Guaranty Municipal Corp.
Boilermaker Blacksmith National Pension Trust
Brown County, Ohio
Cambridge Place Investment Management Inc.
Church-Dellinger, Victoria Jean
Columbus Life Insurance Company
Deutsche Zentral-genossenschaftsbank, New York
Branch, d/b/a DZ Bank AG, New York Branch
DG Holding Trust
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Home Loan Mortgage Corporation
Federal Housing Finance Agency

EXHIBIT 1

Financial Guaranty Insurance Company
 First Colonial Insurance Company
 Fort Washington Active Fixed Income LLC
 Fort Washington Investment Advisors, Inc.
 HSH Nordbank AG
 HSH Nordbank AG, Luxembourg Branch
 HSH Nordbank AG, New York Branch
 HSH Nordbank Securities S.A.
 Huntington Bancshares Inc.
 IKB Deutsche Industriebank AG
 IKB International S.A. (in Liquidation)
 Integrity Life Insurance Company
 Kennett Capital, Inc.
 Kral, Kenneth L.
 Laster, Martel
 Massachusetts Mutual Life Insurance Company
 MBIA Insurance Corporation
 Mitchell, Ruth
 Mitchell, Steven
 National Credit Union Administration Board
 National Integrity Life Insurance Company
 New Jersey Carpenters Health Fund
 New Jersey Carpenters Vacation Fund
 Rio Debt Holdings (Ireland) Limited
 Sall, Mohammed A.
 Sealink Funding Ltd.
 State of Ohio
 Stichting Pensioenfond ABP
 The Charles Schwab Corporation
 The Union Central Life Insurance Company
 The Western and Southern Life Insurance Company
 Thrivent Balanced Fund
 Thrivent Balanced Portfolio
 Thrivent Bond Index Portfolio
 Thrivent Core Bond Fund
 Thrivent Financial Defined Benefits Plan Trust
 Thrivent Financial for Lutherans
 Thrivent Income Fund
 Thrivent Limited Maturity Bond Fund
 Thrivent Limited Maturity Bond Portfolio
 U.S. Central Federal Credit Union
 West Virginia Investment Management Board
 Western Corporate Federal Credit Union
 Western-Southern Life Assurance Company

U.S. Trustee's Office (Region 2 Trial Attorneys)

Davis, Tracy Hope
 Driscoll, Michael
 Gasparini, Elisabetta
 Golden, Susan
 Khodorovsky, Nazar
 Masumoto, Brian S.
 Morrissey, Richard C.
 Nakano, Serene
 Riffkin, Linda A.
 Schwartz, Andrea B.
 Schwartzberg, Paul K.
 Velez-Rivera, Andy

Zipes, Greg M.

Bankruptcy Judges (New York)

Bernstein, Stuart M.
 Chapman, Shelley C.
 Drain, Robert
 Gerber, Robert E.
 Glenn, Martin
 Gropper, Allan L.
 Lane, Sean H.
 Lifland, Burton R.
 Morris, Cecelia G.
 Peck, James M.

District Court Judges (New York)

Baer, Harold
 Batts, Deborah A.
 Berman, Richard M.
 Briccetti, Vincent L.
 Buchwald, Naomi Reice
 Carter, Andrew L.
 Castel, P. Kevin
 Cedarbaum, Miriam Goldman
 Cote, Denise L.
 Crotty, Paul A.
 Daniels, George B.
 Duffy, Kevin T.
 Engelmayer, Paul A.
 Forrest, Katherine B.
 Gardephe, Paul G.
 Griesa, Thomas P.
 Haight, Charles S.
 Hellerstein, Alvin K.
 Jones, Barbara S.
 Kaplan, Lewis A.
 Karas, Kenneth M.
 Koeltl, John G.
 Marrero, Victor
 McKenna, Lawrence M.
 McMahon, Colleen
 Nathan, Alison J.
 Oetken, J. Paul
 Owen, Richard
 Patterson, Robert P.
 Pauley, William H.
 Preska, Loretta A.
 Rakoff, Jed S.
 Ramos, Edgardo
 Sand, Leonard B.
 Scheindlin, Shira A.
 Seibel, Cathy
 Stanton, Louis L.
 Stein, Sidney H.
 Sullivan, Richard J.
 Swain, Laura Taylor
 Sweet, Robert W.
 Wood, Kimba M.

EXHIBIT 1

Depositing Banks

Ally Bank
Bank of America, N.A.
Bank of New York Mellon
Citibank, N.A.
Deutsche Bank Trust Company Americas
JPMorgan Chase Bank, N.A.
M&T Bank
State Street Bank and Trust Company
U.S. Bank National Association
Wachovia Bank, National Association

Consultants & Professionals

AlixPartners
Barclays Bank PLC
Centerview Partners LLC
Chadbourne & Parke LLP
Deloitte & Touche
Evercore
Fortress Investment Group, LLC
FTI Consulting, Inc.
Gonzalez, Arthur J.
Kirkland & Ellis LLP
Kramer Levin Naftalis & Frankel LLP
Kurtzman Carson Consultants LLC
Mayer Brown LLP
Mercer
Moelis
Nationstar Mortgage, LLC
PricewaterhouseCoopers
Rubenstein Associates, Inc.
Sidley Austin LLP
Skadden, Arps, Slate, Meagher & Flom LLP

HELOC Investors

5th 3rd bank
Aurora Loan Services LLC
Bank One, Texas N.A.
Deutsche Bank National Trust Co.
Everbank
JP Morgan Chase
Macquarie Mortgages USA Inc
Suntrust
The Bank of New York Mellon
Treasury Bank, N.A.
Us Bank, N.A.
Wachovia Bank Na
Wells Fargo Bank, N.A.

Servicing Counterparties

Government Entities and GSEs

Federal Home Loan Mortgage Corporation (Freddie Mac)
Federal Housing Administration (FHA)
Federal National Mortgage Association (Fannie Mae)
Government National Mortgage Association

(Ginnie Mae)

Housing and Local Agencies

California Housing Finance Agency
CitiMortgage, Inc., as administrator for Texas Veterans Land Board
Connecticut Housing Finance Authority
Delaware Housing Authority
Hawaii Housing (Hula Mae)
Housing Opportunities Commission of Montgomery County, Maryland
Mississippi Home Corporation
Neighborhood Housing Services of America and Philadelphia N.H.S.
Oregon Housing and Community Services Department
Redevelopment Authority of the County of Berks Rural Housing
The Housing and Redevelopment Authority in and for the City of Minneapolis
The Industrial Commission of North Dakota

Mortgage and Monoline Insurers

The ACE Group
Ambac
Assured Guaranty Corp.
Cuna Mutual Group Mortgage Insurance Company
FGIC
Financial Security Assurance Inc
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)
General Electric Mortgage Insurance Corporation
Genworth Mortgage Insurance Corporation
MBIA
Mortgage Guaranty Insurance Corp.
PMI Mortgage Insurance Co.
Radian Asset Assurance Inc.
Radian Guaranty Inc.
Republic Mortgage Insurance Company
Triad Guaranty Insurance Corporation
United Guaranty Residential Insurance Company

Trustees

Bank One, National Association
BNY Midwest Trust Company
Chase Bank of Texas, N.A.
Citibank, N.A.
Deutsche Bank National Trust Company
Deutsche Bank Trust Company Americas
HSBC Bank USA, National Association
JPMorgan Chase Bank, N.A.
LaSalle Bank National Association
Security Pacific National Company
The Bank of New York Mellon
U.S. Bank National Association
US National Association
Wells Fargo Bank Minnesota, N.A.
Wells Fargo Bank, National Association

EXHIBIT 1

Wilmington Trust Company

Other Counterparties to Servicing Agreements

50 BY 50, LLC

ABN AMRO Mortgage Group, Inc.

Access National Mortgage Corporation

Ace Home Equity Loan Trust, Series 2007-SL3

ACE Securities Corp.

ACT Mortgage Capital

Advantage Bank

Aegis Mortgage Corporation

Aegon USA Realty Advisors

Alliance Bancorp

Alliance Securities Corp.

Ally Bank

Ally Financial Inc.

Ally Investment Management LLC

Alternative Finance Corporation

Amalgamated Bank of New York

American Equity Mortgage, Inc.

American Home Mortgage

American Home Mortgage Acceptance, Inc.

American Home Mortgage Investment Trust 2005-2

American Home Mortgage Investment Trust 2005-4A

American Home Mortgage Investment Trust 2006-2

American Home Mortgage Investment Trust 2007-A

American Home Mortgage Servicing, Inc.

American Home Mortgage Trust 2004-4

American Home Mortgage Trust 2005-1

American Home Mortgage Trust 2005-2

American Home Mortgage Trust 2005-4A

American Residential Equities XXVII, LLC

American Residential Equities, LLC

Ameriquest Mortgage Company

Andover Bank

Arbor Commercial Mortgage, LLC

Asset Management Holding of South Florida, LLC

Assured Guaranty Municipal Corp

Atlantic Financial Federal

Audobon Savings Bank

Aurora Loan Services Inc.

Aurora Loan Services LLC

Banc of America Funding 2005-3 Trust

Banc of America Funding 2005-8 Trust

Banc of America Funding 2006-1 Trust

Banc of America Funding 2006-4 Trust

Banc of America Funding Corporation

Banc of America Mortgage Capital Corporation

Bancap

Banco Mortgage Company

Banco Popular North America

Bank of America, National Association

Bank of Hawaii

Bank One, Texas, N.A.

Bank Rhode Island

Bank United, FSB

Bankatlantic, A Federal Savings Bank

Bankers Saving

Bankers Trust Company

Banknorth Mortgage

Bay Atlantic Federal Credit Union

Bay Financial Savings Bank, FSB

Bayrock Mortgage Corporation

Bayview Acquisitions, LLC

Bayview Financial Asset Trust

Bayview Financial Property Trust

Bayview Financial Securities Company, LLC

Bayview Financial Trading Group, L.P.

Bayview Financial, L.P.

Bear Stearns Asset Backed Securities I, LLC

Bear Stearns Mortgage Capital Corporation

Bear Stearns Second Lien Trust 2007-1

Bear Stearns Second Lien Trust 2007-SV1

Bell Federal Savings and Loan Association

BellaVista Funding Corporation

Belvedere Trust Finance Corporation

Bluebonnet Savings Bank FSB

BMMZ Holdings LLC

Broadway Federal Bank, FSB

Brothers Bank, FSB

Butte Savings and Loan Association

Caliber Funding, LLC

California Banking Association

California Federal Bank, FSB

California Public Employees' Retirement System

Cambridge Place Collateral Management LLC

Canada Mortgage Acceptance Corporation

Capital Crossing Bank

Capitol Federal Savings and Loan Association

Capstead Mortgage Corporation

CDC Mortgage Capital Inc. (Natixis)

Cenfed Bank, a Federal Savings Bank

Cenlar FSB

CenterState Bank of Florida, N.A.

Central Bank of Jefferson County, Inc.

Century Bank, FSB

CFX Bank

Charter One Bank, FSB

Charter One Bank, N.A.

Chase Manhattan Mortgage Corporation

Chemical Mortgage Company

Citi Financial Mortgage Co., Inc

Citibank (West), FSB

Citigroup Global Markets Realty Corp.

Citigroup Mortgage Loan Trust Inc.

CitiMortgage, Inc.

Citizens Bank of Connecticut

Citizens Bank of Massachusetts

Citizens Bank of New Hampshire

Citizens Bank of Pennsylvania

Citizens Bank, N.A.

Citizens Federal Bank, FSB

Clayton Fixed Income Services Inc.

Clayton National, Inc.

EXHIBIT 1

CMC Investment Partnership
 Coastal Banc Capital Corporation
 Coastal Banc SSB
 Coastal States Mortgage Corporation
 Collective Federal Savings Bank
 Colonial Mortgage Service Company
 Comerica Bank
 Community Lending, Incorporated
 Communityone Bank, N.A.
 ComUnity Lending, Incorporated
 Copperfield
 Core, Cap Inc.
 Corona Asset Management III, LLC
 Countrywide Bank, N.A.
 Countrywide Home Loans Servicing, LP
 Countrywide Home Loans, Inc.
 Credit Suisse First Boston Mortgage Securities Corp.
 CSX
 CTCE Federal Credit Union
 CTX Mortgage Company, LLC
 DB Structured Products, Inc.
 Deutsche Alt-A Securities, Inc.
 Deutsche Bank AG New York Branch
 Deutsche Mortgage Securities, Inc.
 DLJ Mortgage Acceptance Corp.
 DLJ Mortgage Capital, Inc.
 Dollar Bank, FSB
 Drawbridge Consumer Funding Ltd
 Dynex Securities Corporation
 E*Trade Bank
 E*Trade Mortgage
 E*Trade Wholesale Lending Corp.
 EAB Mortgage Company, Inc.
 EMC Mortgage Corporation
 Empire Mortgage X, Inc.
 Encore Bank and National Association
 Encore Savings Bank
 Erie Savings Bank
 EurekaBank
 EverBank
 Fairbanks Capital Corp.
 Fairfax Savings Bank
 Family Bank, FSB
 Family Lending Services, Inc.
 FBS Mortgage Corporation
 Federal Home Loan Bank of Atlanta
 Federal Trust Bank, FSB
 Fidelity Federal Bank
 Fidelity Savings and Loan
 Fifth Third Bank
 Financial Asset Securities Corp.
 First Bank Incorporated
 First Bank, Inc.
 First Cap Holdings, Inc.
 First Citizens Bank and Trust Company
 First Citizens Mortgage Company
 First Community Bank N.A.

First Federal of Michigan
 First Federal Savings and Loan Association of Storm Lake
 First Guaranty Mortgage Corporation
 First Horizon Home Loan Corporation
 First Indiana Bank
 First Internet Bank of Indiana
 First Massachusetts Bank, N.A.
 First National Bank and Trust Company
 First National Bank of Arizona
 First National Bank of El Dorado
 First Nationwide Mortgage Corporation
 First NLC
 First Rate Capital Corporation
 First Savings Mortgage Corporation
 First Tennessee Bank National Association
 First Tennessee Capital Assets Corporation
 First Trust Savings Bank
 First Union National Bank
 First-Citizens Bank & Trust Company
 Firsttrust Bank
 Fleet National Bank
 Flex Point Funding Corporation
 Flick Mortgage Investors, Inc.
 FNBA
 Fortress Credit Corp.
 FPA Corporation
 Franklin Bank, SSB
 Franklin Credit
 Franklin Credit Management Corporation
 Gateway Credit Union
 Gateway Funding Diversified Mortgage Services, LP
 GE Capital Consumer Card Co.
 GE Mortgage Services, LLC
 Geneva Mortgage Corporation
 Germantown Savings Bank
 Gibraltar Savings Association
 Ginn Financial Services, LLC
 Goldman Sachs Mortgage Company
 Gonzalo Residential Asset Trust
 Great American First Savings Bank
 Great American Savings Bank
 Green Planet Servicing, LLC
 Green Tree Servicing LLC
 GreenPoint Mortgage Funding Trust 2005-HE4
 GreenPoint Mortgage Funding Trust 2006-HE1
 GreenPoint Mortgage Funding, Inc.
 Greenwich Capital Acceptance, Inc.
 Greenwich Capital Financial Products, Inc.
 Greenwich Universal Portfolio
 GS Mortgage Securities Corp.
 GSAA Home Equity Trust 2005-9
 GSMPS Mortgage Loan Trust 2005-LT1
 GSR Mortgage Loan Trust 2006-AR2
 GSR Trust 2007-HEL1
 Guardian Savings Bank
 Hanover Capital Mortgage Holdings, Inc.

EXHIBIT 1

HarborView Mortgage Loan trust 2004-10	Luminent Mortgage Capital, Inc.
Healthcare Employees Federal Credit Union	Lydian Private Bank
Home Equity Loan Trust 2005-HS2	Macquarie Mortgage Funding Trust 2007-1
Home Equity Loan Trust 2006-HSA2	Macquarie Mortgages USA, Inc.
Home Equity Loan Trust 2006-HSA3	MAIA Mortgage Finance Statutory Trust
Home Equity Loan Trust 2006-HSA5	Marine Bank
Home Equity Loan Trust 2007-HSA1	Market Street Mortgage Corporation
Home Equity Loan Trust 2007-HSA3	Massachusetts Mutual Life Insurance Co.
Home Federal Savings & Loan Association of Rome, Ga.	Matrix Capital Bank
Home Loan Corporation	MB Financial Bank N.A.
Home Loan Series 09-2028	Medway Savings Bank
HomeBanc Mortgage	Mellon Bank
HomeEq Servicing Corporation	Mellon/McMahon Real Estate Advisors Inc.
Horsham Funding Inc.	Merck Sharp & Dohme Federal Credit Union
HSI Asset Securitization Corporation	Mercury Mortgage Finance Statutory Trust
Hudson & Keyse, LLC	Meridian Mortgage Corporation
Hudson City Savings Bank	Merrill Lynch Bank & Co.
Huntington Federal Savings & Loan Association	Merrill Lynch Hunton Paige
Hyperion Capital Group LLC	Merrill Lynch Mortgage Capital Inc.
IMPAC CMB Trust Series 2005-6	Merrill Lynch Mortgage Holdings, Inc.
IMPAC Funding Companies	Merrill Lynch Mortgage Investors, Inc.
IMPAC Funding Corporation	Merrill Lynch Mortgage Lending, Inc.
IMPAC Mortgage Holdings, Inc.	Metlife Bank, N.A.
IMPAC Secured Assets Corp.	Metrocities Mortgage Corp., LLC
Imperial Credit Industries, Inc.	Metropolitan Life Insurance Company
Independent Bank East Michigan	Mid America Bank, FSB
IndyMac Bank, FSB (now OneWest Bank, FSB)	MidFirst Bank
IndyMac MBS, Inc.	Midland Financial Savings and Loan Association
IndyMac Mortgage Holdings, Inc.	Mint I, LLC
ING Bank, FSB	Mint II, LLC
Investment Capital Group	Money Bank Investment Corporation
Irwin Union Bank and Trust Company	Monterey I Holdings
Ixis Real Estate Capital Inc	Morgan Stanley Capital I Inc.
Jackson Federal Bank	Morgan Stanley Mortgage Capital Inc.
Just Mortgage, Inc.	Morgan Stanley Mortgage Loan Trust 2005-3AR
Kaiser Federal Bank	Mortgage Asset Securitization Transactions, Inc.
Keystone Nazareth Bank & Trust Company	Mortgage Asset Securitization Trust
Kidder Peabody Mortgage Capital Corporation	Mortgage Interest Networking Trust II
Lacera	Mortgage Investors Corporation
Lebank	MortgageIT Holdings Inc.
Lehman Brothers Bank, FSB	MortgageIT Securities Corp.
Lehman Brothers Holdings Inc.	MortgageIT Trust 2005-4
Lehman Capital, a division of Lehman Brothers Holdings Inc.	MortgageIT, Inc
Liberty Home Lending, Inc.	MRF 3 LLC
Liberty Savings Bank, FSB	Mrit Securities Corporation
Linden Assemblers Federal Credit Union	Mutual Savings & Loan Association of Charlotte, N.C.
Litton Loan Servicing, LP	Mutual Savings Bank
LNV Corporation	National Bank of Commerce
Loan Center of California	NETBANK
Loan Link Financial Services	Network Funding L.P.
Local #38 and Associates Credit Union	Neuwest Equity Partners
Lomas Mortgage USA, Inc.	New Century Mortgage Securities, Inc.
Los Angeles County Employees Retirement Association	New Cumberland Federal Credit Union
Los Angeles Federal Savings	New Penn Financial, LLC
LPP Mortgage Ltd.	New York Life Insurance and Annuity Corporation
	New York Life Insurance Company
	Nomura Asset Acceptance Corporation

EXHIBIT 1

Nomura Credit & Capital, Inc.	Sequoia Funding Trust
Nomura Home Equity Loan, Inc.	Sequoia Residential Funding, Inc.
North Jersey Federal Credit Union, Inc.	Shearson Lehman Government Securities, Inc.
Northwest Funding, Inc.	Shellpoint Mortgage LLC
Northwestern National Bank of Minneapolis	Sierra Pacific Mortgage, Inc
Norwest Bank Minnesota, National Association	Silver State Financial Services, Inc.
Norwest Mortgage, Inc.	Silvergate Bank
Ocwen Federal Bank FSB	Skyline Financial Corp.
Ocwen Loan Servicing, LLC	SMFC Funding Corporation
Ohio Savings Bank	SN Servicing Corporation
Opteum Financial Services, LLC	SNBOA, LLC
Option One Mortgage Corporation	Southbank
Paine Webber Real Estate Securities Inc.	Southern Pacific Thrift and Loan Association
Parkside Lending, LLC	SouthStar Funding, LLC
Parkvale Savings Bank	Southwest Savings and Loan Association
Paul Financial, LLC	Sovereign Bank, FSB
People Savings Bank, Inc., SSB	Specialized Loan Servicing LLC
Peoples Heritage Savings Bank	St. Paul Federal Bank for Savings
PHH Mortgage	Stanwich Mortgage Acquisition Company, LLC
Philadelphia Federal Credit Union	Sterling Savings Bank
Pinnacle Capital Mortgage Corporation	Steward Financial, Inc.
Pinnacle Financial Corporation	Stonebridge Bank
Plaza Home Mortgage, Inc.	Structured Asset Mortgage Investments II Inc.
PMC Bancorp	Structured Asset Mortgage Investments, Inc.
PNC Bank, N.A.	Structured Asset Securities Corporation
PNC Mortgage Securities Corp.	Structured Mortgage Investments II Inc.
Pomona First Federal Bank and Trust	Summit Savings & Loan Association
Principal Asset Markets, Inc.	Suntrust Asset Funding, LLC
Principal Bank	Superior Bank
Principal Mutual Life Insurance Company	Susquehanna Bank
Private Capital Group	Syncora Guarantee Inc.
Quaker City Bank	Taylor, Bean Whitaker
Quicken Loans Inc.	TCF National Bank
RBS Citizens, National Association	TCIF, LLC
Real Time Resolutions, Inc.	TeleBank
Real Time Solutions	Terwin Advisors LLC
Realty Mortgage Corporation	Terwin Mortgage Trust 2006-6
Redlands Federal Bank, FSB	Terwin Securitization LLC
Redwood Trust, Inc.	The Canada Trust Company
Reliance Federal Credit Union	The Chase Manhattan Bank
Residential Mortgage Assistance Enterprise, LLC	The First Boston Corporation
Resolution Capital Advisors, LLC	The First National Bank of Glens Falls
Ridgewood Savings Bank	The Frost National Bank
Riggs Bank N.A.	The Mortgage Store Financial, Inc.
Rochester Community Savings Bank	The New York Mortgage Company, LLC
Roosevelt Management Company, LLC	The Travelers Indemnity Company
RWT Holdings, Inc.	The Winter Group
Ryland Acceptance Corporation Four	Treasury Bank, N.A.
SACO I Trust 2005-GP1	Tri Counties Bank
SACO I Trust 2006-8	Tri Country Area Federal Credit Union
Salomon Brothers Realty Corp.	Truman Capital Securitization LLC
Saxon Mortgage Funding Corporation	UBS Real Estate Securities Inc.
Sea Breeze Financial Services, Inc.	UBS Warburg Real Estate Securities Inc.
Sebring Capital	UBS Warburg, LLC
Secured Bankers Mortgage Company	United Capital Mortgage, LLC
Security National	United Federal Savings Bank
Security Pacific National Bank	United Financial Mortgage Corporation
Select Portfolio Servicing Inc.	United Savings Association of Texas, FSB

EXHIBIT 1

Unity Bank
Universal Master Servicing, LLC
US Bank Home Mortgage
USAA Federal Savings Bank
Valley Independent Bank
Vermont Mortgage Group, Inc.
Wachovia Bank, National Association
Wachovia Mortgage Corporation
Walter Mortgage Company
Washington Mutual Bank
Washington Mutual Mortgage Securities Corp.
Webster Bank
Western Financial Savings Bank, FSB
WestStar Mortgage, Inc.
Wilshire Credit Corporation
Winter Group
Witmer Funding LLC
WMCC Clayton / Washington Mutual Bank
WMD Capital Markets, LLC

Utilities

Abovenet Communications Inc.
AT&T
AT&T Mobility
Center Point Energy
CenturyLink
Cisco Systems Capital Corporation
City of Eden Prairie
Comcast
Dish Network
Genesys Conferencing
Global Capacity Group Inc.
IEX Corporation
Inova Solutions
Intercall
Intervoice Inc.
Level 3 Communications LLC
MediaCom
Micro-Tel Center
MidAmerican Energy
Sprint
Time Warner Cable
Time Warner Telecom
Verizon
Verizon Business
Verizon California
Verizon Wireless
Waste Management
Waterloo Water Works
Xcel Energy

Consolidated Top 50 Creditors

Aegis Usa Inc.
Alan Gardner
Allstate Insurance
Ambac Assurance Corp
Assured Guaranty Corp.
BNYMellon

Boilermaker Blacksmith National Pension Trust
Brian Kessler, et al
Cambridge Place Investment Management Inc.
Credstar
Deutsche Bank AG, New York
Deutsche Bank Trust Company Americas
Don E. Diane M. Patterson
Donna Moore
Emortgage Logic
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Housing Finance Agency
Financial Guaranty Insurance Co.
Huntington Bancshares Inc.
Indecomm Global Services
Iowa Public Employees Retirement System
Lehman Brothers Holdings, Inc.
Loan Value Group
Massachusetts Mutual Life Insurance Company
MBIA, Inc.
Midwest Operating Engineers Pension Trust Fund
National Credit Union Administration Board
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Orange County Employees Retirement System
Police and Fire Retirement System of the City of
Detroit
Sealink Funding Limited
Steven And Ruth Mitchell
Stichting Pensioenfond ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
Thrivent Financial for Lutherans
Tiffany Smith
US Bank
Wells Fargo & Company
Wells Fargo Bank N.A
West Virginia Investment Management Board
Western & Southern

Members of the Creditors' Committee

Allstate Life Insurance Company
AIG Asset Management (U.S.), LLC
The Bank of New York Mellon Trust Company,
N.A.
Deutsche Bank Trust Company Americas
Drennen, Rowena L.
Financial Guaranty Insurance Company
MBIA Insurance Corporation
U.S. Bank National Association
Wilmington Trust, N.A.

Rule 2004 Motion Parties

AlixPartners
Cerberus Capital Management, L.P.
Cerberus FIM Investors LLC
Cerberus FIM, LLC

EXHIBIT 1

FIM Holdings LLC
General Motors Company
Gibbs & Bruns, LLP
GMAC Bank
GMAC Commercial Finance, LLC
GMAC LLC
GMAC Mortgage Group, LLC
Houlihan Lokey
IB Finance Holding Company, LLC
Kelly Drye & Warren LLP
Kramer Levin et al
Moelis & Company
Morrison & Foerster LLP
Morrison Cohen LLP
National Motors Bank FSB
Ropes & Gray LLP
White & Case

EXHIBIT 2

**POTENTIAL PARTIES IN INTEREST AND CERTAIN
RELATED ENTITIES THAT WILMERHALE CURRENTLY
REPRESENTS OR HAS REPRESENTED IN THE PAST**

Debtors and Subsidiaries

- Residential Funding Company LLC (Former Client)

Foreign Subsidiaries

- Entities Related to GMAC Financiera S.A. de C.V. Sociedad Financiera de Objeto Multiple, including General Motors Corporation (Former Client)

Consolidated Top 50 Creditors

- Allstate Insurance Company (Former Client)
- BNYMellon (Current Client and Former Client)
- Deutsche Bank AG, New York (Former Client)
- Entities Related to Deutsche Bank AG, New York, including Deutsche Bank AG (Current Client), Deutsche Bank (Current Client), and Deutsche Bank Securities Inc. (Current Client)
- Deutsche Bank Trust Company Americas (Former Client)
- Financial Guaranty Insurance Corporation (Former Client)
- Entities Related to Huntington Bancshares Inc., including Huntington National Bank, Inc. (Former Client), and Huntington Residential Mortgage Securities Inc. (Former Client)
- Lehman Brothers Holdings, Inc. (Current Client and Former Client)
- Massachusetts Mutual Life Insurance Company (Former Client)
- MBIA, Inc. (Former Client)
- Charles Schwab Co., Inc. (Former Client)
- US Bank (Current Client and Former Client)
- Entities Related to Wells Fargo & Company, including Wells Fargo Investment Advisors (Former Client), Wells Fargo Investment Co. (Former Client), Wells Fargo Real Estate Merchant Banking Group (Former Client), and Wells Fargo Securities, LLC (Current Client).
- Wells Fargo Bank, N.A. (Former Client)

Parties to Litigation

- Allstate Insurance Company (Former Client)
- Allstate Life Insurance Company (Former Client)
- Federal Home Loan Mortgage Corporation (Former Client)
- Entities Related to Federal Home Loan Mortgage Corporation, including Freddie Mac (Former Client)
- Financial Guaranty Insurance Corporation (Former Client)
- Entities Related to HSH Nordbank AG, Luxembourg Branch, including HSH Nordbank (Current Client)

- Entities Related to Huntington Bancshares Inc., including Huntington National Bank, Inc. (Former Client), and Huntington Residential Mortgage Securities Inc. (Former Client)
- Massachusetts Mutual Life Insurance Company (Former Client)
- MBIA Insurance Corporation & Stuckart Associates Inc. (Former Client)
- Charles Schwab Co., Inc. (Former Client)

Trustees

- Bank One Trust Company, National Association (Current Client)
- BNY Midwest Trust Company (Current Client)
- Entities Related to Chase Bank of Texas, N.A., including J.P. Morgan Chase & Co. (Current Client), JP Morgan Chase Bank (Current Client), Chase Manhattan Bank, N.A. (Former Client), the Chase Manhattan Bank (Former Client), and Chase Manhattan, Trustee (Former Client)
- Citibank, N.A. (Current Client)
- Deutsche Bank AG, New York (Current Client and Former Client)
- Deutsche Bank Trust Company Americas (Former Client)
- Entities Related to HSBC Bank USA, National Association, including HSBC Bank USA (Current Client), and HSBC Bank, N.A. (Current Client)
- JPMorgan Chase Bank, N.A. (Current Client)
- LaSalle Bank National Association (Former Client)
- U.S. Bank National Association (Current Client)
- Entities Related to Security Pacific National Company, including Security Pacific Capital Corporation (Former Client), Security Pacific Finance Corporation (Former Client), and Security Pacific National Bank (Former Client)
- Wells Fargo Bank, N.A. (Former Client)
- Entities Related to Wilmington Trust Company, including Wilmington Trust Corporation (Former Client), and Wilmington Trust FSB (Current Client)

Members of the Creditors' Committee

- Allstate Life Insurance Company (Former Client)
- Entities Related to AIG Asset Management (U.S.) LLC, including AIG (Former Client), AIG Advisor Group (Former Client), AIG Capital Partners (Former Client), AIG Federal Savings Bank (Former Client), AIG Retirement Services, Inc. (Former Client), and American Insurance Group, Inc. (Former Client)
- Entities Related to the Bank of New York Mellon Trust Company, N.A., including the Bank of New York Mellon Corporation (Current Client)
- Deutsche Bank Trust Company Americas (Former Client)
- Entities related to Deutsche Bank Trust Company Americas, including Deutsche Bank (Current Client)
- Financial Guaranty Insurance Corporation (Former Client)
- U.S. Bank National Association (Current Client)
- Entities Related to Wilmington Trust, N.A., including Wilmington Trust Corporation (Former Client), Wilmington Trust Company (Former Client), and Wilmington Trust FSB (Current Client)

Rule 2004 Motion Parties

- Cerberus Capital Management, L.P. (Current Client and Former Client)
- Entities Related to General Motors Company, including General Motors Corporation (Former Client) and General Motors Investment Management Corporation (Former Client)
- Entities Related to GMAC LLC, including GMAC Home Services, Inc. (Former Client) and GMAC Mortgage of PA (Former Client)
- Houlihan Lokey, Inc. (Current Client)
- Moelis & Company (Current Client)
- Ropes & Gray LLP (Former Client)
- White & Case, LLP (Current Client and Former Client)
- Morrison & Foerster LLP (Former Client)

Depositing Banks

- Bank of America, N.A. (Current Client)
- Bank of New York Mellon Corporation (Current Client and Former Client)
- Citibank, N.A. (Current Client)
- Deutsche Bank Trust Company Americas (Former Client)
- Entities related to Deutsche Bank Trust Company Americas, including Deutsche Bank (Current Client) JPMorgan Chase Bank, N.A. (Current Client)
- JPMorgan Chase Bank, N.A. (Current Client)
- Entities Related to M&T Bank, including M&T Bank Corporation (Former Client)
- State Street Bank and Trust Company (Current Client)
- U.S. Bank National Association (Current Client)
- Entities Related to Wachovia Bank, National Association, including Wachovia Capital Markets Inc. (Former Client), Wachovia Realty Investments (Former Client), Wachovia Securities LLC (Former Client), and Wachovia Securities Inc. (Former Client)

Parties to Funding Agreements

- Entities Related to Ally Financial Inc., including Ally Corporation (Former Client)
- Barclays Bank PLC (Former Client)
- Entities Related to Barclays Bank PLC, including Barclays Bank Delaware (Current Client), and Barclays Capital, Inc. (Current Client)
- Citibank, N.A. (Current Client)
- Deutsche Bank Trust Company Americas (Former Client)
- Entities Related to Deutsche Bank Trust Company Americas, including Deutsche Bank (Current Client)
- U.S. Bank National Association (Current Client)
- Entities Related to U.S. Bank National Association, including U.S. Bank (Former Client)
- Wells Fargo Bank, N.A. (Former Client)

HELOC Investors

- Fifth Third Bank, N.A. (Former Client)
- Aurora Loan Services LLC (Former Client)
- Deutsche Bank (Current Client)
- JPMorgan Chase Bank, N.A. (Current Client)
- Entities Related to Macquarie Mortgages USA Inc., including Macquarie Securities (USA) Inc. (Current Client), and Macquarie Investment Management Limited (Former Client)
- Suntrust Bank (Current Client) The Bank of New York Mellon Corporation (Former Client and Current Client)
- U.S. Bank National Association (Current Client)
- Wells Fargo Bank, N.A. (Former Client)
- Entities Related to Wachovia Bank, National Association, including Wachovia Capital Markets Inc. (Former Client), Wachovia Realty Investments (Former Client), Wachovia Securities LLC (Former Client), and Wachovia Securities Inc. (Former Client)

District Court Judges (New York)

- Engelmayer, Paul A. (Current Client)

Government Entities and GSEs

- Federal National Mortgage Association (Fannie Mae) (Current Client)

Mortgage and Monoline Insurers

- Entities related to the ACE Group, including ACE USA (Former Client), ACE American Insurance Co. (Former Client), and ACE American Reinsurance Co. (Former Client)
- Federal Insurance Group (Former Client)
- Entities related to Federal Insurance Group, including Chubb Group of Insurance Companies (Current Client), Chubb PLC (Former Client), Chubb Corporation (Former Client), and Federal Insurance Co. (Former Client)
- General Electric Mortgage Insurance Corporation (Current Client and Former Client)
- Entities Related to Genworth Mortgage Insurance Corporation, including Genworth Financial (Current Client)
- FGIC (Former Client)

Bondholders

- Citigroup Global Markets Inc. (Current Client) and
- Entities related to Citigroup Global Markets Inc., including Citigroup Inc. (Current Client)
- Salomon Brothers (Former Client)
- Credit Suisse Securities (USA) LLC (Current Client and Former Client)
- Entities Related to Credit Suisse Securities (USA), including Credit Suisse International (Current Client)
- Deutsche Bank Securities, Inc. (Current Client)

- Entities Related to E*Trade Clearing LLC, including E*Trade Financial Corporation (Current Client) and E*Trade Group Inc. (Former Client)
- Edward D. Jones & Co. L.P. (Current Client)
- Goldman, Sachs & Co. (Current Client)
- Entities Related to Goldman, Sachs & Co., including Goldman Sachs Trust Company (Current Client), Goldman Sachs International (Current Client)
- Entities Related to Interactive Brokers Retail Equity Clearing, including Interactive Brokers LLC (Current Client)
- J.P. Morgan Clearing Corp. (Current Client)
- J.P. Morgan Securities LLC (Current Client)
- Loomis Sayles & Company (Former Client)
- Entities Related to LPL Financial Corporation, including LPL Financial LLC (Current Client), LPL Financial Services Corp (Current Client), and LPL Holdings Inc. (Current Client)
- Entities Related to Merrill Lynch Safekeeping, including Merrill Lynch, Pierce Fenner & Smith (Current Client), Merrill Lynch & Co., Inc. (Current Client), Bank of America (Current Client)
- Morgan Stanley & Co. LLC (Current Client)
- Morgan Stanley Smith Barney LLC (Current Client)
- Oppenheimer & Co. Inc. (Former Client)
- Entities related to Oppenheimer & Co., Inc., including Oppenheimer Funds Inc. (Current Client)
- P. Schoenfeld Asset Management (Former Client)
- Paulson & Co., Inc. (Current Client)
- Pershing LLC (Former Client)
- Entities Related to Putnam Investment Management, including Putnam Investment Management Inc. (Former Client) and Panagora Asset Management Inc. (Current Client) .
- Raymond, James & Associates, Inc. (Former Client)
- RBC Capital Markets Corp. (Current Client)
- Scottrade, Inc. (Current Client)
- Entities Related to Silver Point Capital, L.P., including Silver Point Capital Offshore Fund, Ltd. (Current Client)
- Stifel, Nicolaus & Company Incorporated (Current Client)
- Taconic Capital Advisors, L.P. (Current Client)
- UBS Financial Services Inc. (Current Client) Vanguard Marketing Corporation (Former Client)
- Entities related to Vanguard Marketing Corporation, including Vanguard Group, Inc. (Current Client)
- Western Asset Management Company Ltd. (Former Client)

Consultants & Professionals

- Barclays Bank PLC (Former Client)
- Chadbourne & Parke LLP (Former Client)
- Deloitte & Touche (Former Client)

- Entities related to Evercore, including Evercore Group LLC (Current Client), Evercore Partners Inc. (Current Client), and Evercore Trust Company, N.A (Current Client)
- Fortress Investment Group, LLC (Current Client and Former Client)
- FTI Consulting, Inc. (Current Client and Former Client)
- Kirkland & Ellis LLP (Former Client)
- Moelis & Company (Current Client)
- Mercer Consulting (Current Client)
- Mercer Investments Ltd. (Current Client)
- PricewaterhouseCoopers (Current Client and Former Client)
- Sidley Austin LLP (Former Client)

Housing and Local Agencies

- CitiMortgage, Inc. (Current Client)

Landlords and Tenants

- Entities related to Liberty Property Limited Partnership, including Liberty Property Trust (Former Client)
- Teachers Insurance and Annuity Association of America (Current Client and Former Client)
- The Irvine Company LLC (Current Client and Former Client)

Utilities

- AT&T, Inc. (Current Client and Former Client)
- AT&T Mobility LLC (Current Client and Former Client)
- CenturyLink, Inc. (Current Client)
- Entities Related to Cisco Systems Capital Corporation, including Cisco Systems, Inc. (Current Client)
- Comcast Corporation (Current Client and Former Client)
- The Dish (Current Client)
- Sprint Corporation (Former Client)
- Time Warner Cable Inc. (Current Client and Former Client)
- Verizon Communications Inc. (Current Client)
- Verizon Wireless (Current Client)
- Waste Management, Inc. (Current Client and Former Client)

Other Counterparties to Servicing Agreements

- Entities Related to ABN AMRO Mortgage Group, Inc., including ABN AMRO (Current Client)
- Entities Related to Aegon USA Realty Advisors, including Aegon USA, Inc. (Former Client)
- Entities Related to Ally Financial Inc., including Ally Corporation (Former Client)
- Atlantic Financial Federal (Former Client)
- Aurora Loan Services LLC (Former Client)
- Entities Related to Banc of America Funding 2005-3, including Bank of America, N.A. (Current Client)

EXHIBIT 2

- Entities Related to Bank of America, N.A. Trust, including Bank of America, N.A. (Current Client)
- Entities Related to Bank of New York Mellon Trust Company, N.A., including The Bank of New York Mellon Corporation (Current Client and Former Client)
- Bankers Trust Company (Former Client)
- Entities Related to Banknorth Mortgage, including Banknorth Group Inc. (Former Client) and Banknorth Group-Audit Committee of the Board of Directors (Former Client)
- Entities Related to Bear Stearns Asset Backed Securities I, LLC, including JPMorgan Securities LLC, fka Bear Stearns & Co., Inc. (Current Client), Bear Stearns Asset Management Inc. (Former Client) and Bear Stearns Mortgage Capital (Former Client)
- Bell Federal Savings and Loan Association (Former Client)
- Capital Crossing Bank (Former Client)
- Entities Related to CDC Mortgage Capital Inc. (Natixis), including Natixis (Former Client), CDC Ixis Asset Management North America (Former Client), and Natixis Asset Management Advisors L.P. (Current Client)
- Chase Manhattan Mortgage Corporation (Former Client)
- Citibank, N.A. (Current Client)
- Entities Related to Citi Financial Mortgage Co., Inc., including Citigroup (Current Client) subsidiaries.
- Citizens Bank of Connecticut (Current Client)
- Citizens Bank, N.A. (Former Client)
- Comerica Bank (Current Client and Former Client)
- Entities Related to Countrywide Home Loans, Inc., including Bank of America, N.A. (Current Client)
- Deutsche Bank AG, New York (Former Client)
- Dollar Bank, FSB (Former Client)
- EMC Mortgage Corporation (Current Client)
- Entities Related to Fairbanks Capital Corp., including Fairbanks Capital Holding Corporation (Former Client)
- Federal Trust Bank (Current Client)
- Fidelity Federal Bank (Former Client)
- Fifth Third Bank, N.A. (Former Client) Financial Asset Securities Corp. (Current Client)
- First Federal of Michigan (Former Client)
- Entities Related to First National Bank and Trust Company, including First National Bank and Trust of Treasure Coast (Former Client), First National Bank of Chicago (Former Client), First National Bank (Former Client), First National Bank of Boston (Former Client), First National Bank of Cape Cod (Former Client), First National Bank of Houma (Former Client), First National Bank of Mercer County (Former Client), First National Bank of Portland (Former Client), First National Bank of Shelby (Former Client), First National Bank of Vermont Directors (Former Client), First National Bank of Marin/Marin National Bancorp. (Former Client)
- First Tennessee Bank National Association (Current Client)
- Fleet National Bank (Client and Former Client)

- Entities Related to GE Capital Consumer Card Co., including General Electric Company (Current Client)
- Entities Related to GE Mortgage Services, LLC, including General Electric Company (Current Client)
- Entities Related to Greenwich Capital Acceptance, Inc., including RBS Citizens (Current Client)
- Entities Related to GS Mortgage Securities Corp., including the Goldman Sachs Group, Inc. (Current Client)
- Home Federal Savings & Loan Association of Rome, Ga. (Former Client)
- Entities Related to Huntington Bancshares Inc., including Huntington National Bank (Former Client) and Huntington Residential Mortgage Securities Inc. (Former Client)
- Imperial Credit Industries, Inc. (Former Client)
- ING Bank, FSB (Current Client)
- Kidder Peabody Mortgage Capital Corporation (Former Client)
- Lehman Brothers Holdings, Inc. (Current Client and Former Client)
- Entities Related to Lydian Private Bank, including Lydian Trust Audit Committee (Current Client)
- Entities Related to Macquarie Mortgages USA, Inc., including Macquarie Securities (USA) Inc. (Current Client) and Macquarie Investment Management Limited (Former Client)
- Massachusetts Mutual Life Insurance Company (Former Client)
- Entities Related to Matrix Capital Bank, including Matrix Capital Management (Current Client)
- Entities Related to Merck Sharp & Dohme Federal Credit Union, including Merck & Co. Inc. (fka Merck Sharp & Dohme) (Current Client)
- Merrill Lynch Mortgage Capital Inc. (Current Client)
- Merrill Lynch Mortgage Investors, Inc. (Current Client)
- Merrill Lynch Mortgage Lending, Inc. (Current Client)
- Metlife Bank, N.A. (Former Client)
- Morgan Stanley Mortgage Capital Inc. (Current Client)
- Entities Related to New York Life Insurance and Annuity Corporation, including New York Life Insurance Company (Former Client)
- Entities Related to Nomura Home Equity Loan, Inc., including Nomura Securities International Inc. (Current Client), Nomura Holdings, Inc. (Former Client), Nomura International plc (Former Client), Nomura Research Institute (Former Client), and Nomura Corporate Research and Asset Management Inc. (Former Client)
- Entities Related to Norwest Mortgage, Inc., including Norwest Bank Minnesota, N.A. (Current Client), Norwest Corporation (Current Client), Norwest Investment Services Inc. (Current Client), Norwest Financial Leasing Inc. (Former Client), and Norwest Home Improvement Inc. (Former Client)
- Paine Webber Real Estate Securities Inc. (Current Client)
- Entities Related to Peoples Heritage Savings Bank, including Peoples Heritage Bank (Former Client)
- PNC Bank, N.A. (Current Client)
- RBS Citizens, National Association (Current Client)

- Entities Related to Redwood Trust, Inc., including Redwood II Trust F/B/O Roger C. Davidson (Current Client), Redwood I Trust (Former Client), Redwood I Trust USA (Former Client), and Redwood II Trust (Former Client).
- Riggs Bank N.A. (Former Client)
- Entities Related to Salomon Brothers Realty Corp., including Salomon Brothers Inc. (Former Client)
- Entities Related to Saxon Mortgage Funding Corporation, including Morgan Stanley (Current Client)
- Security Pacific National Bank (Former Client)
- Select Portfolio Servicing Inc. (Former Client)
- Entities Related to Shearson Lehman Government Securities, Inc., including Shearson Lehman Brothers Inc. (Former Client), and Shearson Lehman Brothers Holding Inc. (Former Client)
- Entities Related to Skyline Financial Corp., including Skyline Financial Services (Former Client)
- Entities Related to Sovereign Bank, FSB, including Sovereign Bank of New England (Former Client) and Sovereign Bank (Former Client)
- Entities Related to Stanwich Mortgage Acquisition Company, LLC, including Stanwich Loan Funding LLC (Current Client), Stanwich Advisors Inc. (Former Client), and Stanwich Group LLC (Former Client)
- Entities Related to Suntrust Asset Funding, LLC, including SunTrust Bank (Current Client), Audit Committee of SunTrust Banks Inc. (Current Client), SunTrust Banks Inc. (Former Client), SunTrust Capital Markets Inc. (Former Client), SunTrust Equitable Securities Corporation (Former Client)
- The Chase Manhattan Bank (now known as JPMorgan Chase Bank) (Current Client)
- The First Boston Corporation (Former Client)
- Entities Related to the First Boston Corporation, including Credit Suisse First Boston Corporation (Current Client)
- Entities Related to the Travelers Indemnity Company, including Travelers Insurance Company (Current Client)
- Entities Related to Truman Capital Securitization LLC, including Truman Capital Investment Fund (Former Client)
- Entities Related to UBS Real Estate Securities Inc., including UBS Real Estate Services, Inc. (Current Client), UBS AG (Current Client), UBS Bank USA (Current Client), UBS Deutschland AG (Current Client), UBS Financial Services, Inc. (Current Client), UBS Global Asset Management (Current Client), UBS International, Inc. (Current Client), UBS Investment Bank (Current Client), UBS Private Bank (Current Client), UBS Securities, LLC (Current Client), UBS Trust Company National Association (Current Client), UBS Asset Management, Inc. (Former Client), UBS Capital (Former Client), UBS Capital (Jersey) Limited (Former Client), UBS Global Asset Managers (Americas) (Former Client), and UBS Warburg LLC (Former Client)
- Entities Related to UBS Warburg Real Estate Securities Inc., including UBS Real Estate Services, Inc. (Current Client), UBS AG (Current Client), UBS Bank USA (Current Client), UBS Deutschland AG (Current Client), UBS Financial Services, Inc. (Current Client), UBS Global Asset Management (Current Client), UBS

International, Inc. (Current Client), UBS Investment Bank (Current Client), UBS Private Bank (Current Client), UBS Securities, LLC (Current Client), UBS Trust Company National Association (Current Client), UBS Asset Management, Inc. (Former Client), UBS Capital (Former Client), UBS Capital (Jersey) Limited (Former Client), UBS Global Asset Managers (Americas) (Former Client), and UBS Warburg LLC (Former Client)

- UBS Warburg, LLC (Former Client)
- USAA Federal Savings Bank (Former Client)
- U.S. Bank National Association (Current Client)
- Entities Related to Wachovia Bank, National Association, including Wachovia Capital Markets Inc. (Former Client), Wachovia Realty Investments (Former Client), Wachovia Securities LLC (Former Client), and Wachovia Securities Inc. (Former Client)

EXHIBIT B

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**ORDER APPROVING RETENTION OF WILMER CUTLER PICKERING HALE
AND DORR LLP AS SPECIAL COUNSEL FOR CERTAIN REGULATORY
MATTERS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS EFFECTIVE AS OF DECEMBER 12, 2012**

Upon consideration of the Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the Retention of Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”) as Special Counsel for Certain Regulatory Matters to the Official Committee of Unsecured Creditors effective as of December 12, 2012 (the “Application”)¹ filed by the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the “Committee”), and upon the Affidavit of William J. Perlstein in Support of the Application for Order Authorizing and Approving the Employment of Wilmer Cutler Pickering Hale and Dorr LLP as Special Counsel for Certain Regulatory Matters to the Official Committee of Unsecured Creditors (the “Perlstein Affidavit”); and the Court being satisfied based on the representations made in the Application and in the Perlstein Affidavit that said attorneys represent no interest adverse to the Debtors’ estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their

¹ Capitalized terms not otherwise defined herein shall have the meanings set forth in the Application.

employment is necessary and would be in the best interests of the Debtors' estates, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is GRANTED as provided herein; and it is further

ORDERED that in accordance with sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and Local Bankruptcy Rule 2014-1, the Committee is authorized to employ and retain WilmerHale as special counsel for certain regulatory matters effective as of December 12, 2012, to perform necessary legal services for the Committee; and it is further

ORDERED that pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002 and Local Rule 2014-1, the Committee is authorized to employ and retain WilmerHale to assist the Committee in navigating the highly regulated environment within which the Debtors operate, including: (i) assisting the Committee in discussions with the Federal Reserve Board about the scope of the Debtors' obligations under the Consent Order and foreclosure review process, (ii) assisting the Committee in discussions with the Department of Justice and applicable state attorneys general regarding the scope of the Debtors' obligations under the Consent Judgment, (iii) assisting the Committee in understanding and complying with certain privilege and confidentiality issues asserted by regulatory agencies such as the Federal Reserve Board, and (iv) representing the Committee on other regulatory matters appropriately handled by WilmerHale as determined by the Committee in consultation with Kramer Levin; and it is further

ORDERED that WilmerHale shall be compensated pursuant to the terms

described in the Application and the Perlstein Affidavit, in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996, and any other applicable procedures and orders of this Court; and it is further

ORDERED that prior to any increases in rates as set forth in footnote 3 of the Application, WilmerHale shall file a supplemental declaration with the Court and give ten (10) business days' notice to the Debtors, the United States Trustee and the Committee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and indicate whether the client has received notice of and approved the proposed rate increase; and it is further

ORDERED that WilmerHale shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in the Chapter 11 Cases; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2013

HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE